

RECORDATION NO. 13082-B Filed 1425

DEC 29 1981 - 2 40 PM

INTERSTATE COMMERCE COMMISSION



December 21, 1981

Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2200

CERTIFIED MAIL
RETURN RECEIPT REQUESTED No.

1-363A243

Date DEC 29 1981 INTERSTATE
COMMERCE COMMISSION
RECEIVED

Ms. Agatha L. Mergenovich
Secretary

Fee \$.. 10.00 5 DEC 28 1981

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

ADMINISTRATIVE SERVICES
MAIL UNIT

Re: The Chesapeake and Ohio Railway Company
Equipment Trust of 1981;
Finance Docket No. 29568

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 7, 8, 9 and 10 (of 12) of Second Amendment, dated as of December 1, 1981, to Equipment Trust Agreement, dated as of March 1, 1981, between Mercantile-Safe Deposit and Trust Company, P. O. Box 2258, Two Hopkins Plaza, Baltimore, Maryland 21203 (Trustee) and The Chesapeake and Ohio Railway Company, P. O. Box 6419, Cleveland, Ohio 44101 (C&O), establishing the above Equipment Trust.

The equipment covered by this Second Amendment consists of:

- (1) 10 2000 H.P. Model GP38-2 locomotives manufactured by General Motors Corporation (Electro-Motive Division), 9301 55th Street, LaGrange, Illinois 60525 (GM), and bearing Chicago South Shore and South Bend Railroad's road numbers 2000-2009, inclusive. AAR Mechanical Designation: BB.
- (2) 20 3000 H.P. Model B30-7 locomotives manufactured by General Electric Company, 2901 East Lake Road, Erie, Pennsylvania 16501, and bearing C&O road numbers 8279-8298, inclusive. AAR Mechanical Designation: BB.
- (3) 450 4600 Cu.Ft. covered hopper cars manufactured by ACF Industries, Inc., 750 Third Street, New York, New York 10019, and bearing C&O road numbers 607000-607449, inclusive. AAR Mechanical Designation: LO.
- (4) 213 100-Ton open top hopper cars manufactured by The Chessie Corporation, P. O. Box 6419, Cleveland, Ohio 44101 and bearing C&O road numbers 189950-190162, inclusive. AAR Mechanical Designation: HT.



The above equipment is lettered "Chesapeake and Ohio Railway," "Chesapeake and Ohio," "C&O" or "Chessie System," or in some other appropriate manner, and also is marked:

"OWNERSHIP SUBJECT TO A SECURITY
AGREEMENT FILED WITH THE
INTERSTATE COMMERCE COMMISSION"

The above Equipment Trust Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on May 6, 1981, at 10:00 a.m., and assigned recordation number 13082. The First Amendment to the Equipment Trust Agreement likewise was recorded on August 7, 1981, at 10:00 a.m., and assigned recordation number 13082-A.

Also enclosed is a draft of The Chesapeake and Ohio Railway Company in the amount of \$10.00 representing the required recording fee.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act), as currently administered, you are hereby requested duly to file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

Very truly yours,



Louis Recher

LR/lk
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Louis Recher
Law Department
Chessie System Railroads
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101

December 29, 1981

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/81 at 2:40PM, and assigned recordation number(s). 13082-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 13082-B Filed 1425

EXECUTED IN 12 COUNTERPARTS
OF WHICH THIS IS NO. 10

DEC 29 1981 -2 42 PM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO
CHESAPEAKE AND OHIO RAILWAY
EQUIPMENT TRUST OF 1981

SECOND AMENDMENT
DATED AS OF DECEMBER 1, 1981

TO

EQUIPMENT TRUST AGREEMENT

DATED AS OF MARCH 1, 1981

between

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,

Trustee,

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

THIS SECOND AMENDMENT, dated as of December 1, 1981 (hereinafter called the "Second Amendment"), to EQUIPMENT TRUST AGREEMENT, dated as of March 1, 1981 (hereinafter called the "Equipment Trust Agreement"), between Mercantile-Safe Deposit and Trust Company, a corporation duly organized and existing under the laws of the State of Maryland, as Trustee (hereinafter called the "Trustee"), and The Chesapeake and Ohio Railway Company, a corporation duly organized and existing under the laws of the State of Virginia (hereinafter called the "Company");

WITNESSETH THAT:

WHEREAS, at the time the Trustee and the Company entered into the Equipment Trust Agreement, the Company intended to finance the acquisition, from The Chessie Corporation (hereinafter called "Chessie"), of two hundred twenty-eight (228) 100-ton open top hopper cars, as provided in Section 3.1 of the Equipment Trust Agreement; and

WHEREAS, due to a change in circumstances, the Company has acquired from Chessie only two hundred thirteen (213) of such open top hopper cars; and

WHEREAS, due to the increased cost of the four hundred fifty (450) 4600 cu. ft. covered hopper cars the Company has purchased from ACF Industries, Inc., as also provided in Section 3.1 of the Equipment Trust Agreement, the aggregate final Cost of the Trust Equipment still shall be more than one hundred twenty-five percent (125%) of the principal amount of Trust Certificates issued under the Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

1. The description of Trust Equipment contained in Section 3.1 of the Equipment Trust Agreement is hereby amended in accordance with the following:

Number of Units	Description	Total Cost
10	2000 H.P. Model GP38-2 locomotives manufactured by General Motors Corporation (Electro-Motive Division), and bearing Chicago South Shore and South Bend Railroad's road numbers 2000-2009, inclusive, at an average unit cost of \$573,880.00	\$ 5,738,800.00
20	3000 H.P. Model B30-7 locomotives manufactured by General Electric Company, and bearing the Company's road numbers 8279-8298, inclusive, at an average unit cost of \$730,180.47	14,603,609.44
450	4600 cu. ft. covered hopper cars manufactured by ACF Industries, Inc., and bearing the Company's road numbers 607000-607449, inclusive, at a unit cost of \$50,031.46	22,514,157.00
213	100-ton open top hopper cars manufactured by The Chessie Corporation, and bearing the Company's road numbers 189950-190162, inclusive, at a unit cost of \$40,100.00	<u>8,541,300.00</u>
<u>693</u>		<u>\$51,397,866.44</u>

Except as above provided, Section 3.1 of the Equipment Trust Agreement otherwise shall remain in effect, and shall be effective, for all of the purposes and to the same extent as originally intended.

2. The Company, at its sole expense and in accordance with the provisions of Section 7.4 of the Equipment Trust Agreement, shall record and file this Second Amendment with the Interstate Commerce Commission, and in Canada, and shall promptly furnish the Trustee proper evidence of such filing and recording and an Opinion or Opinions of Counsel in respect thereto. Except as

otherwise provided in this Second Amendment, the provisions of the Equipment Trust Agreement, as previously amended, shall remain in full force and effect to the same extent as originally written and intended.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company, as Trustee, and The Chesapeake and Ohio Railway Company, pursuant to due corporate authority, have caused their names to be signed hereto by their officers hereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

Trustee

By *R. E. Schreiber*
R. E. Schreiber
Assistant Vice President

Attest:

L. W. Goodsmith
ASSISTANT Corporate Trust Officer

[Corporate Seal]

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

By *L. C. Roig, Jr.*
L.C. Roig, Jr.
Assistant Vice President
and Treasurer

Attest:

Patricia J. Hunady
Patricia J. Hunady
Corporate Secretary

APPROVED AS TO FORM
Louis P. Beck
ATTORNEY

[Corporate Seal]

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 15th day of December, 1981, before me personally appeared R. E. Schreiber, to me personally known who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

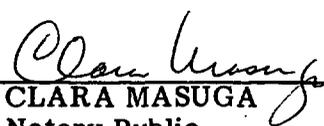

Notary Public

My Commission Expires: 7-82

[Notarial Seal]

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 10TH day of DECEMBER, 1981, before me personally appeared L. C. Roig, Jr., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of The Chesapeake and Ohio Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


CLARA MASUGA
Notary Public
State of Ohio-Cuyahoga County
My Commission Expires
April 21, 1984

[Notarial Seal]